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August 19, 2016

Project Number: 149339

Ms. Michele S.W. Paul  
Director of Environmental Stewardship  
City of New Bedford  
133 William Street RM 304  
New Bedford, MA 02740

Subject: Draft Phase III Remedial Action Plan  
Response to City of New Bedford Comments  
Former Aerovox Facility  
740 Belleville Avenue, New Bedford, Massachusetts  
Release Tracking Number (RTN) 4-0601

Dear Michele:

On behalf of AVX Corporation (AVX), Brown and Caldwell is responding to the City's August 18, 2016 letter transmitting its comments on the Draft Phase III Remedial Action Plan (Phase III RAP).

The letter and the attached comments from O'Reilly, Talbot & Okun are stunningly at odds with the Cooperation and Settlement Agreement (Agreement) between the City and AVX. The Agreement specifically notes that the intended selected remedy for the site is to be a combined cap and engineered barrier, a source area containment wall, groundwater monitoring and long term operation and maintenance (Paragraph V.A.2.). Paragraph V.A.5. further specifically states that AVX will construct an engineered barrier. The Agreement further notes, and the City explicitly agrees, that in the event of the presence of DNAPL or the exceedance of groundwater UCL concentrations, Remedy Operation Status may be necessary (Paragraph V.A.1.). All parties agreed that these measures would lead to a Permanent Solution under the MCP.

Thus, it should not have been a surprise to the City that the selected remedial alternative in the Phase III RAP incorporates capping in place with a minimum of three inches of asphalt per the TSCA determination, and an engineered barrier where needed to address soil in excess of UCL levels. The substance of the City's comments, suggesting that a remedy other than one with these components is required to achieve a Permanent Solution, is a significant departure from what was discussed during the negotiations that led to the Agreement. Sadly, it also appears to be a dismissal of the good will that has developed between the parties, created in good measure by AVX's voluntary and cooperative implementation of the NTCRA and MCP response actions.

Given the timing of our receipt of the City's comments, the required submittal date for the Phase III RAP (August 22, 2016), and the significant disparity between what was

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contemplated by the Agreement compared to what the City's comments appear to request by way of revision, the Phase III RAP will be submitted as planned on Monday essentially in its current form. We remain open to meeting with the City and MassDEP after the submittal date. Feel free to contact the undersigned at 978-983-2055 if you would like to discuss.

Very truly yours,

**Brown and Caldwell**

A handwritten signature in dark ink, appearing to read "Marilyn Wade", written over a light gray horizontal line.

Marilyn Wade, PE, LSP  
Managing Engineer

cc: Gerard Martin, MassDEP  
Angela Gallagher, MassDEP  
Dawn Stolfi-Stalenhoef, Esq., MassDEP  
Ginny Lombardo, EPA  
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Mikaela McDermott, Esq., City Solicitor  
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